

**LEWIS  
AND  
ROCA**  
LLP  
LAWYERS

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Attorneys for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:  
USA COMMERCIAL MORTGAGE  
COMPANY;  
USA CAPITAL REALTY ADVISORS, LLC;  
USA CAPITAL DIVERSIFIED TRUST  
DEED FUND, LLC;  
USA CAPITAL FIRST TRUST DEED  
FUND, LLC;  
USA SECURITIES, LLC;  
Debtors.

**Affects:**

- ☐ All Debtors  
☒ USA Commercial Mortgage Company  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA Capital First Trust Deed Fund, LLC  
☐ USA Securities, LLC

Case No. BK-S-06-10725-LBR  
Case No. BK-S-06-10726-LBR  
Case No. BK-S-06-10727-LBR  
Case No. BK-S-06-10728-LBR  
Case No. BK-S-06-10729-LBR

**CHAPTER 11**

Jointly Administered Under  
Case No. BK-S-06-10725 LBR

**STIPULATION RE CLAIM OF  
RD VISUAL DESIGN, INC.**

The USACM Liquidating Trust (the "USACM Trust"), and RD Visual Design, Inc., a Nevada corporation dba RD Advertising ("RD Advertising"), stipulate:

1. On June 15, 2006, USA Commercial Mortgage filed with the Court its bankruptcy schedules and statements, which included RD Advertising as having an unsecured nonpriority claim of \$30,194.58 (the "Claim").

2. On February 12, 2008, after diligently reviewing the books and records of USA Commercial Mortgage, the USACM Trust made demand upon RD Advertising for the return of

1 payments totaling \$17,205.02 (the "Payments") alleging that such Payments were preferential  
2 transfers pursuant to 11 U.S.C. § 547(a).

3 3. RD Advertising does not agree that the Payments were preferential and has  
4 articulated its reasons for its position to the trustee (the "Trustee") of the USACM Trust.

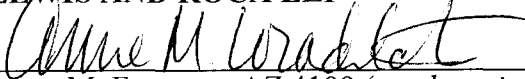
5 4. In view of the foregoing, the USACM Trust and RD Advertising hereby stipulate  
6 and agree that RD Advertising shall take nothing on its Claim and that, in full settlement and  
7 satisfaction of the Trustee's preference demand upon RD Advertising for the return of the  
8 Payments, RD Advertising finally and forever waives any and all of its right, title and interest in  
9 any distribution that may be forthcoming from the USACM Trust to the holders of allowed claims  
10 against the USA Commercial Mortgage bankruptcy estate.

11 5. Nothing in this stipulation or the Court's order approving this stipulation is a  
12 waiver or release by the USACM Liquidating Trust in favor of RD Advertising.

13 6. Nothing in this stipulation or the Court's order approving this stipulation is a  
14 waiver or release by Ron DeLelles or Ann DeLelles regarding any membership interest they may  
15 hold in USA Capital Diversified Trust Deed Fund, LLC.

16 Dated: March <sup>25</sup>~~24~~, 2008.

17 **LEWIS AND ROCA LLP**

18   
19 Susan M. Freeman, AZ 4199 (*pro hac vice*)  
20 Anne M. Loraditch, NV 8164  
21 3993 Howard Hughes Parkway, Suite 600  
22 Las Vegas, Nevada 89169-5996  
23 *Counsel for USACM Liquidating Trust*

24 STIPULATED AND AGREED to this \_\_\_\_ day of March 2008.

25 RD VISUAL DESIGN, INC., a Nevada corporation  
26 *dba* RD ADVERTISING

\_\_\_\_\_  
Ron DeLelles, President  
3230 East Flamingo, #8-532  
Las Vegas, Nevada 89121

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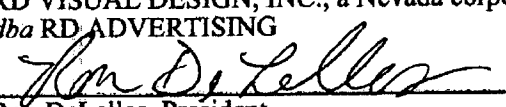
16 Dated: March 24, 2008.

17 LEWIS AND ROCA LLP

18  
19 Susan M. Freeman, AZ 4199 (*pro hac vice*)  
20 Anne M. Loraditch, NV 8164  
21 3993 Howard Hughes Parkway, Suite 600  
22 Las Vegas, Nevada 89169-5996  
23 Counsel for USACM Liquidating Trust

24 STIPULATED AND AGREED to this 25 day of March 2008.

25 RD VISUAL DESIGN, INC., a Nevada corporation  
26 dba RD ADVERTISING

  
Ron DeLelles, President  
3230 East Flamingo, #8-532  
Las Vegas, Nevada 89121